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If you have sold or otherwise transferred all of your shares in Critical Metals Plc (the “**Company**”), please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in the Company.

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# CRITICAL METALS PLC

*(incorporated and registered in England and Wales under number 11388575)*

## NOTICE OF ANNUAL GENERAL MEETING

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Notice of the annual general meeting of the Company (the “**Annual General Meeting**” or “**AGM**”) to be held at 10:00am on 19 February 2026 at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, EC2A 2EW, United Kingdom is set out at the end of this document. A form of proxy for use at the Annual General Meeting accompanies this document and, to be valid, must be completed and returned to the Company’s Registrar, Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX as soon as possible but in any event to be received not later than 10:00am on 17 February 2026 or 48 hours (excluding non-business days) before any adjourned meeting.

You can register your vote(s) for the AGM either:

- by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the “Proxy Vote” button and then following the on-screen instructions;
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 5 of the Notes to the Notice of Annual General Meeting below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 10:00am on 17 February 2026.

## LETTER FROM THE CHAIRMAN

### CRITICAL METALS PLC

*(Incorporated and registered in England & Wales with registered number 11388575)*

#### *Directors:*

Kelvin Williams (*Chairman*)  
Danilo Lange (*Interim Chief Executive Officer*)  
Avinash Bisnath (*Non-Executive Director*)  
Selina Hayes (*Non-Executive Director*)  
Kristofer Tremaine (*Non-Executive Director*)  
Balanganayi Jean Pierre Tshienda (*Executive Director*)

#### *Registered Office:*

Hill Dickinson LLP  
The Broadgate Tower  
20 Primrose Street  
London  
United Kingdom  
EC2A 2EW

To the Shareholders and, for information only, to the holders of warrants

27 January 2026

Dear Shareholder

### Notice of Annual General Meeting

#### Introduction

I am writing to invite you to the annual general meeting (the “**Annual General Meeting**”) of the Company to be held at the offices of Hill Dickinson LLP, The Broadgate Tower, 20 Primrose Street, London, United Kingdom, EC2A 2EW at 10:00am on 19 February 2026. The notice of the Annual General Meeting is set out at the end of this document.

This letter also explains why the Directors recommend that shareholders of the Company (the “**Shareholders**”) vote in favour of the resolutions being proposed at the Annual General Meeting (the “**Resolutions**” and each a “**Resolution**”).

#### Resolutions at the Annual General Meeting

##### ***Resolution 1 – Receiving and Considering the Accounts***

This is an ordinary resolution to receive and consider the financial statements of the Company for the period ended 30 June 2025 together with the report of the Directors and the report of the auditors thereon.

##### ***Resolution 2 – Directors’ Remuneration Report and policies***

Shareholders will have the opportunity to cast an advisory vote on the Directors’ Remuneration Report for the year ended 30 June 2025. The report is set out in full on pages 18 to 21 of the Annual Report 2025.

##### ***Resolution 3 – Directors’ Remuneration Policy***

An advisory vote to approve the Directors’ Remuneration Policy, which is as follows:

The Remuneration Committee makes recommendations to the Board, within its agreed terms of reference, on the structure and quantum of the remuneration packages for Executive Directors and reviews the remuneration for senior management. The Committee consists entirely of Non-Executive Directors. The Remuneration Committee recommends to the Board a Remuneration Policy for the remuneration of the Chairman, Non-Executive Directors, Executive Directors and other senior management including terms and conditions to be included in service agreements, termination payments and compensation commitments and the approval of new or materially amended employee share schemes or long-term incentive plans. The Company’s Remuneration policy is designed to align with the Company’s strategy, purpose and vision and recognises the experience of the leadership team which continues to lead the transformation of the Company and facilitate new opportunities for shareholders and other stakeholders. The Company follows Principle 9 of the QCA Code, which encourages an annual shareholder advisory vote on the remuneration report and the submission of forward-looking remuneration policy proposals for shareholder approval.

The Company's policy is that executive remuneration consists of Fixed Pay (Competitive base salary reflective of role responsibilities and market conditions), Short-Term Incentives (Annual bonus aligned to financial and operational KPIs, Long-Term Incentives (designed to promote long-term value creation and Benefits and Pensions

#### ***Resolutions 4 to 8 – Election of Directors***

Resolutions 4 to 8 – Election of Directors In accordance with the Company's Articles of Association, all Directors of the Company that have been appointed since the Company's last annual general meeting need to be re-appointed.

#### ***Resolution 9 – Re-appointment of Auditors***

This Resolution seeks to authorise the re-appointment of PKF Littlejohn LLP as auditors of the Company and to authorise the Directors to determine their remuneration.

#### ***Resolution 10 – Directors' Authority to Allot Shares***

This is an ordinary resolution to grant Directors the authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Companies Act 2006 (the "Act"), the Directors will have the authority to exercise to the maximum aggregate nominal amount of:

- a) up to an aggregate nominal amount of £941.00 in connection with the exercise of the warrants over ordinary shares already issued by the Company;
- b) up to an aggregate nominal amount of £15,000 in connection with the conversion of the convertible notes already issued by the Company under the convertible loan note instrument dated 31 December 2025;
- c) up to an aggregate nominal amount of £50,882 (such amount to be reduced by the nominal amount of any allotments or grants made under other resolutions) which equates to approximately 100% of the Company's share capital; and

This Resolution replaces any existing authorities to issue shares in the Company and the authority under this Resolution will expire on the date being 15 months from the date of the passing of this Resolution or, if earlier, at the conclusion of the next annual general meeting of the Company.

#### ***Resolution 11 – Disapplication of Pre-emption Rights***

This Resolution proposes to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act. This is a special resolution authorising the Directors to issue equity securities pursuant to a rights, issue open offer or other offer, as continuing authority up to an aggregate nominal amount of:

- a) up to an aggregate nominal amount of £941.00 in connection with the exercise of the warrants over ordinary shares already issued by the Company;
- b) up to an aggregate nominal amount of £15,000 in connection with the conversion of the convertible notes already issued by the Company under the convertible loan note instrument dated 31 December 2025;
- c) up to an aggregate nominal amount of £50,882 (such amount to be reduced by the nominal amount of any allotments or grants made under other resolutions), which equates to approximately 100% of the Company's share capital.

The authority granted by this Resolution will expire on the date being 15 months from the date of the passing of this Resolution or, if earlier, at the conclusion of the next annual general meeting of the Company.

#### ***Action to be taken by Shareholders***

Shareholders are strongly encouraged to submit a proxy vote in advance of the Annual General Meeting.

You can register your vote(s) for the AGM either:

- by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions;
- by post or by hand to Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice;
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 5 of the Notes to the Notice of Annual General Meeting below.

In order for a proxy appointment to be valid the proxy must be received by Share Registrars Limited by 10:00am on 17 February 2026.

**Recommendation**

The Directors believe that the Resolutions are in the best interests of the Company and its Shareholders and recommend you to vote in favour of the Resolutions as they intend to do, with each Director abstaining in respect of their own beneficial holdings and Mr Bisnath abstaining in respect of his re-appointment.

Yours faithfully

**Orana Corporate LLP**

Company Secretary

## CRITICAL METALS PLC

*(a company incorporated and registered in England and Wales under the Companies Act 2006 with registered company number 11388575)*

### Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Company will be held at the offices of Hill Dickinson LLP, Broadgate Tower, 20 Primrose Street, London, EC2A 2EW on 19 February 2026 at 10:00am, for the purpose of considering and, if thought fit, passing the following Resolutions of which 1 to 10 (inclusive) will be proposed as ordinary resolutions and Resolution 11 will be proposed as a special resolution (together the “Resolutions”).

#### ORDINARY RESOLUTIONS

1. To receive and adopt the annual accounts of the Company for the financial year ended 30 June 2025 together with Directors’ reports and auditor’s report on those accounts.
2. To approve the Directors’ Remuneration Report as set out on pages 18 to 21 in the Company’s Annual Report and Accounts for the year ended 30 June 2025.
3. To approve the Directors’ Remuneration Policy set out in this Notice.
4. To re-appoint Kelvin Williams as a Director of the Company, who, following his appointment by the Directors since the date of the last annual general meeting of the Company, is retiring in accordance with Article 30.1.2.1 of the Company’s Articles of Association, and being eligible, is offering himself for re-appointment.
5. To re-appoint Danilo Lange as a Director of the Company, who, following his appointment by the Directors since the date of the last annual general meeting of the Company, is retiring in accordance with Article 30.1.2.1 of the Company’s Articles of Association, and being eligible, is offering himself for re-appointment.
6. To re-appoint Selina Hayes as a Director of the Company, who, following his appointment by the Directors since the date of the last annual general meeting of the Company, is retiring in accordance with Article 30.1.2.1 of the Company’s Articles of Association, and being eligible, is offering himself for re-appointment.
7. To re-appoint Kristofer Tremaine as a Director of the Company, who, following his appointment by the Directors since the date of the last annual general meeting of the Company, is retiring in accordance with Article 30.1.2.1 of the Company’s Articles of Association, and being eligible, is offering himself for re-appointment.
8. To re-appoint Balanganayi Jean Pierre Tshienda as a Director of the Company, who, following his appointment by the Directors since the date of the last annual general meeting of the Company, is retiring in accordance with Article 30.1.2.1 of the Company’s Articles of Association, and being eligible, is offering himself for re-appointment.
9. To re-appoint PKF Littlejohn LLP as the Company’s auditors to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting at which the accounts are laid before the Company and to authorise the Directors to determine the remuneration for the auditors for the financial year ended 30 June 2026.
10. THAT, in accordance with section 551 of the Companies Act 2006 (the “Act”), the Directors be generally and unconditionally authorised to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:
  - 10.1. up to an aggregate nominal amount of £941.00 in connection with the exercise of the warrants over ordinary shares already issued by the Company;
  - 10.2. up to an aggregate nominal amount of £15,000 in connection with the conversion of the convertible notes already issued by the Company under the convertible loan note instrument dated 31 December 2025;
  - 10.3. up to an aggregate nominal amount of £50,882 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraphs 10.1 and 10.2 above and paragraph 10.4 below in excess of such sum); and

10.4. comprising equity securities (as defined in section 560 of the CA 2006) up to an aggregate nominal amount of £50,882 (such amount to be reduced by the nominal amount of any allotments or grants made under paragraphs 10.1, 10.2 and 10.3 above) in connection with a fully pre-emptive offer:

10.4.1. to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

10.4.2. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange.

The authorities conferred on the Directors under paragraphs 10.1 to 10.4 shall, unless renewed, varied or revoked by the Company, expire on 19 May 2027 (which is the date falling 15 months after the AGM) or, if earlier, the date of the next annual general meeting of the Company save that the Company may, before such expiry, make offers or agreements which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted and the Directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This resolution revokes and replaces all unexercised authorities previously granted to the Directors to allot shares or grant rights to subscribe for or convert securities into shares but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authorities.

#### **SPECIAL RESOLUTIONS**

11. THAT, subject to the passing of resolution 10, the Directors be authorised to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by that resolution and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

11.1. the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph 10.4 by way of a rights issue only):

11.1.1. to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

11.1.2. to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

11.2. up to an aggregate nominal amount of £941.00 in connection with the exercise of the warrants over ordinary shares already issued by the Company;

11.3. up to an aggregate nominal amount of £15,000 in connection with the conversion of the convertible notes already issued by the Company under the convertible loan note instrument dated 31 December 2025;

11.4. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to clause 11.1 of this resolution) to any person up to an aggregate nominal amount of £50,882.

The authority granted by this resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this resolution or, if earlier, at the close of business on 19 May 2027 (which is the date falling 15 months after the AGM), save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after the authority expires and the Directors may allot

equity securities (or sell treasury shares) in pursuance of any such offer or agreement as if the authority had not expired.

The resolution in clause 11 revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities or sell treasury shares as if section 561 of the Act did not apply but without prejudice to any allotment of equity securities or sale of treasury shares already made or agreed to be made pursuant to such authorities.

By order of the Board

Kelvin Williams

Director

27 January 2026

## NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

- 1 Shareholders entitled to attend and to speak and vote are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint the Chairman as their proxy in relation to the Annual General Meeting. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice.
- 2 To be valid any proxy form or other instrument appointing a proxy must be received by Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX not later than 10:00am on 17 February 2026 using a procedure set out in note 3 below.
- 3 You can register your vote(s) for the Annual General Meeting either:
  - by visiting [www.shareregistrars.uk.com](http://www.shareregistrars.uk.com), clicking on the "Proxy Vote" button and then following the on-screen instructions;
  - by post or by hand to Share Registrars Limited at 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form accompanying this notice; or
  - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in note 5 below.
- 4 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
- 5 In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent, Share Registrars Limited (ID: 7RA36) by 10:00am on 17 February 2026. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 6 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 7 The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- 8 To be entitled to vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the register of members of the Company at 10:00am on 17 February 2026 or, in the event of any adjournment, on the date which is 48 hours (excluding non-business days) before the time of the adjourned meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 9 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.